

ARTICLES OF INCORPORATION
OF
ORANGE HUNT SWIM CLUB, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

I. The name of the Corporation is Orange Hunt Swim Club, Inc.

II. The purpose for which the Corporation is organized is to provide recreational facilities for the use of members of the Corporation, their families and guests and to that end to acquire, hold, manage, mortgage, control, improve, lease, sell, change, convey and otherwise dispose of property of any nature, real, personal, or mixed and further to exercise all powers authorized by the Laws of the State of Virginia and to do any and all acts and things necessary or convenient to the attainment of the purpose of the Corporation.

III. The members of the Corporation shall at the time of joining the Corporation be residing in certain portions of the County of Fairfax, Virginia, as set forth in the By-Laws of the Corporation. The membership at any one time shall not exceed three hundred and fifty (350) members. Members shall be entitled to vote only for the purpose of:

1. Electing Directors of the Corporation.
2. Authorizing capital improvement projects estimated to cost \$10,000 or more.
3. Amending By-Laws of the Corporation.
4. Amending Articles of Incorporation.

IV. The Directors of the Corporation shall be selected by the members of the Corporation at the annual meeting of the members and shall serve for a term of two years. All Directors shall be eligible for membership in the Corporation and shall be members of the Corporation.

V. The post-office address of the initial registered office is 6602 Reynard Drive, Springfield, Virginia, 22150. The name of the County in which the initial registered office is located is the County of Fairfax. The name of the initial registered agent of the Corporation is William S. Hauser, whose business office is the same as the registered office of the Corporation, and who is a resident of Virginia and a Director of the Corporation.

VI. The number of Directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial directors are:

William S. Hauser	6602 Reynard Drive, Springfield, Virginia
C. Daniel Robinson	6609 Jenny Dec Place, Springfield, Virginia
Elmore G. DuFour	8706 Fox Ridge Road, Springfield, Virginia

VII. The Corporation shall not engage in any activity for profit for itself or any of its members. No compensation will be paid to any Director or to the President or to any other Officer of the Corporation or to any person except that reasonable compensation may be paid to bona fide employees, other than the President or any Officer or any Director, for services rendered to the Corporation.

VIII. These Articles of Incorporation may be amended under the procedure set forth in Article 4., Chapter 2 of Title 13.1 of the Code of Virginia.

William S. Hauser
WILLIAM S. HAUSER

C. Daniel Robinson
C. DANIEL ROBINSON

Elmore G. DuFour
ELMORE G. DUFOUR

DATED: 4/24/67

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORANGE HUNT SWIM CLUB, INC.

In accordance with the provisions of Chapter 2 of Title 13.1-337 of the Code of Virginia and to that end we set forth the following:

- (a) Orange Hunt Swim Club, Inc.
- (b) Article VII. The Corporation shall not engage in any activity for profit for itself or any of its members. No compensation will be paid to any Director or to the President or to any other officer of the Corporation or to any person except that reasonable compensation may be paid to a bona fide employee, other than the President or any Officer or any Director, for the services rendered to the Corporation.
- (c) Article VIII. These Articles of Incorporation may be amended under the procedure set forth in Article 4., Chapter 2 of Title 13.1 of the Code of Virginia.

The general permanent membership met on 2015, and voted to approve the following:

Section 4.24 End of Year Reports and Annual Dues Reimbursement

A. All Directors shall provide end of year reports to the Board in writing by October 31 of each year, in a format to be prescribed in advance by the Board.

B. End of Year Reports shall be reviewed at the next regular meeting of the board following receipt, and must be accepted by an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present at the time of receipt.

C. Directors may receive a refund up to the total annual dues he or she paid prior to May 1 of the current dues year provided that:

1. the Director has attended no less than eight (8) regular monthly meetings;
2. the Director has submitted an End of Year report for the prior season that was accepted;
3. the Director has fulfilled their duties as outlined in Articles IV through VI herein;
4. the end of season club income exceeds expenses for that operating season; and
5. reimbursement of the dues will not otherwise cause a financial hardship to the club

D. If a Director elects to waive the reimbursement of his or her annual dues for a specific operating period, those dues will not be eligible for reimbursement at a later date.

LINDA J. RUFF

JOHN H. ZIMMERMAN

ELIZABETH SUZANN TALBOT

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORANGE HUNT SWIM CLUB, INC

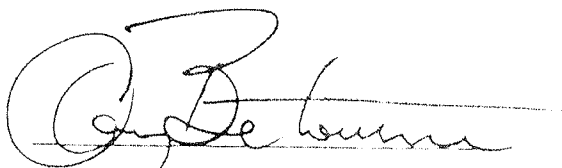
In accordance with the provisions of Chapter 2 of Title 13.1-337 of the Code of Virginia and to that end we set forth the following:

(a) Orange Hunt Swim Club Inc.

(b) ARTICLE III: The members of the Corporation must reside in certain portions of the County of Fairfax, Virginia, as set forth in the By-Laws of the Corporation at the time of initial membership. The membership at any one time shall not exceed five hundred (500) members. Associate and Inactive members, as defined in the By-laws of the Corporation, may not vote. A member in good standing is entitled to vote only for the purpose of:

1. Electing Directors of the Corporation.
2. Authorizing capital improvement projects estimated to cost \$20,000 or more.
3. Amending By-Laws of the Corporation.
4. Amending Articles of Incorporation.

(c) The Board of Directors met on July 17, 1985 and found the amendment in the best interests of the Corporation and directed that it be submitted to a vote at a meeting of its members. Written notification was mailed to all members entitled to vote on August 5, 1985 announcing the meeting and its purpose. The announcement included the proposed change to Articles of Incorporation. The meeting took place on September 1, 1985, as announced. A quorum was present. The amendment received a unanimous vote by the members entitled to vote.



GARY BETOURNE
President
Orange Hunt Swim Club, Inc



JOAN O'CONNOR
Secretary
Orange Hunt Swim Club, Inc

Date: Sept 2, 1985

Dated October 15, 2013

AMENDED AND RESTATED BYLAWS

OF

ORANGE HUNT SWIM CLUB, INC.

("OHSC")

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Article I. NAME, LOCATION and PURPOSE

Section 1.01 Name

The Corporation shall be known as Orange Hunt Swim Club, Inc. ("Club").

Section 1.02 Location

The physical address of the Club is 8600 Bridle Wood Drive, Springfield, VA 22152. The principal office of the Club shall be located in Springfield, Fairfax County, Virginia, or at such place as shall be determined from time to time by its Board of Directors.

Section 1.03 Purpose

The Club is organized under the Virginia Nonstock Corporation Act and operates as a nonprofit, nonstock membership corporation for the purpose of acquiring, owning, developing, operating and maintaining a swimming pool complex, tennis courts, and such other recreational facilities as may appear to be desirable for the exclusive use of its membership and their guests. The Corporation is nonprofit and does not issue stock. The operation of the Club is governed by the Code of Virginia, the Articles of Incorporation (as amended), these Bylaws, the Orange Hunt Swim Club Rules, and all applicable law.

Article II. MEMBERSHIP

Section 2.01 Definitions

"Member" is defined as:

1. The person(s) signing the contract of membership or Annual Dues Form will be known as the member or joint members if two or more persons sign the contract and/or Annual Dues Form.
2. Membership is granted on an annual basis commencing April 6 of each year and is automatically renewed provided that a member is considered "in good standing" in accordance with Section 2.6 of this Article.
3. Persons residing within a dwelling located within the boundaries of Fairfax County, Virginia.

"Family" is defined as:

4. At least one adult and their immediate family residing (own or rent) with them in a dwelling within the membership area. Acceptable proof-of-residency items include driver's license, original utility bill, personal check, or other similar items that the Board determines are reliable proof.
 - a. Privileges are extended to all persons permanently residing in the member home.
 - b. A member may submit a written request that the Board determine whether a particular person may be considered as a member of the family unit for the purpose of enjoying membership privileges.
 - c. Permanent Family Memberships may be retained and renewed as one membership by adult individuals who no longer cohabit so long as
 - i. both adults have custody of the child or children; and
 - ii. no additional adults or children are associated with that membership.

"Double" is defined as:

5. Two (2) persons that reside (own or rent) in the membership area where one (1) is 21 years or older. The privileges of membership only apply to the two members specified on the application. Acceptable proof-of-residency items include driver's license, original utility bill, personal check, or other similar items that the Board determines are reliable proof.

"Single" is defined as:

6. One (1) person that resides (owns or rents) in the membership area where that person is 21 years or older. The privileges of membership only apply to the one member specified on the application. Acceptable proof-of-residency items include or other similar items that the Board determines are reliable proof

“Membership Area” is defined as Fairfax County, Virginia.

“Eligible Member” Person(s) eligible for membership must be residents of Fairfax County, Virginia.

Section 2.02 **Maximum Number of Members**

The maximum number of memberships in the Club is 500.

Section 2.03 **Classes of Membership**

- A. The Board of Directors ("Board") shall have the discretion to redefine member categories and to set forth additional categories as appropriate or necessary to further the purpose of the Club. These membership classes shall be published in a membership agreement and/or manual that shall be made available to all new and renewing members of the Club.
- B. There are currently three (3) classes of membership used in the operation of the Club:
 1. Permanent Member: To be eligible for membership, an individual or family must reside within the membership area.
 - a. Only one (1) adult affiliated with a specific Permanent Member membership may actively serve as a Director of the Club.
 - b. A Permanent Member membership is entitled to one (1) vote in matters put before the general membership.
 - c. Either a Membership Bond or Initiation Fee must be purchased at the then current market price, as determined and communicated by the Board, and paid in full by August 31 of the year the Board approves the membership application.
 - d. A member can join as a Family, Double, or Single.
 2. Inactive Member: A Permanent Member who does not desire use of the Club may choose an Inactive Membership. During this period they may not vote but are guaranteed that a place will be available to them as a Permanent Member when they choose to convert back to an Active Membership.
 - a. Inactive status is effective only upon approval by the Board of Directors.
 - b. Members seeking inactive membership, whether departing or remaining in the area, must submit a written request to be granted inactive status to the Membership Director no later than April 6 of the year for which the request is desired.
 - c. Application for Inactive Membership does not relieve the obligation to pay annual dues, but upon Board approval of an application, any annual dues paid shall be refunded less any applicable charges owing including the inactive member fee.
 3. Associate Member: To be eligible for membership, an individual or family must reside within the membership area.
 - a. Associate members have limited rights and privileges, as determined by the Board of Directors; they hold no voting rights and may not serve as a Director on the Board.
 - b. A member can join as a Family, Double, or Single.

Section 2.04 **Membership Admission**

- A. A person who desires membership shall submit a written proposal to the Board on the appropriate form via the method(s) prescribed by the Board. The Board, or a Committee established by the Board, shall review each application and determine the applicant's eligibility for membership. The Board or the Committee shall not base approval on any legally protected characteristic. The determination of the Board or the Committee is binding on all parties.

- B. Upon approval by the Board, the prospective member must sign a membership agreement.
 - 1 The membership agreement shall state:
 - a the prospective member's obligation to abide by the Articles of Incorporation, these Bylaws, the Orange Hunt Swim Club Rules, and all applicable law; and
 - b the member's responsibilities for payment of certain fees, assessments and dues and how they will be determined.
 - 2 By accepting membership in the Club, a member is obligated to (1) abide by all applicable law, the Articles of Incorporation, these Bylaws, and the Orange Hunt Swim Club Rules; and (2) payment of certain fees, assessments, and dues, as set forth in the membership agreement.
- C. If a Permanent Member membership is desired, a Membership Bond or initiation fee must be purchased at the current market price at the time the membership application is approved, as determined and communicated by the Board.
- D. Members may not transfer or convey their membership (*see* Va. Code § 13.1-837).
- E. A purchaser of a resigning member's dwelling within the membership area, upon Board approval, will receive first priority to purchase the next available membership provided that the terminating member is a member in good standing that has paid a Membership Bond. The terminating member must tender a written resignation to the Board designating the buyer's name. Upon notification by the Club of the availability of membership for purchase, the buyer must pay all appropriate fees of a new member within the specified time limits.

Section 2.05 Divorce, Separation, and Other Special Circumstances

Divorced or separated couples should determine who maintains the Membership. That individual alone, along with his or her child(ren) and other immediate family (as defined in Section 2.03 paragraph B of this Article) shall enjoy all the privileges of membership. Both individuals must advise the Treasurer who will retain the Membership. If the couple cannot agree, the family membership may be cancelled at the option of the Board. The individual losing the membership may continue with all rights and privileges associated with the membership for the remainder of the membership year. At the end of the membership year, the losing individual may apply for a single or family membership. The Board, at its discretion, may waive or reduce the membership fee. Annual membership dues will be at the prevailing rate.

Section 2.06 Waiting List

When the maximum number of memberships is reached, the Board shall place additional applications in a file in order of the date the application is received. Once on the list, a prospective member will be offered a membership when available.

Section 2.07 Membership in Good Standing

- A. A membership is "in good standing" if –
 - 1. All annual dues, required fees, or assessments are paid in the manner prescribed in these Bylaws;
 - 2. A valid, executed membership agreement, applicable for the current operating period, is on file; and
 - 3. The person or persons entitled to use Club facilities under the membership agreement comply with the Articles of Incorporation (as amended), these Bylaws, the Orange Hunt Swim Club Rules, and all applicable law.
- B. Only members in good standing are entitled to use Club facilities.
- C. A membership that is not in good standing is ineligible to convert to a different class or type of membership.

Section 2.08 Membership Bond Redemption

- A. Any Permanent Member who desires to terminate his or her membership and have his or her Membership Bond refunded by the Club shall follow the procedures established by these bylaws.

- B. No Membership Bond shall be refunded when to do so would cause the Club to become insolvent or when it would place the Club in a precarious financial position. If this provision is invoked, the members desiring refunds will be placed on a waiting list until the Board determines that the Club is able to resume refunds. Refunds will then be made in the order in which names appear on this waiting list.
- C. A membership bond may be refunded by the Club using one of the following methods:
 - 1. A Permanent Member who sells his or her house and desires the purchaser to have first priority to purchase that membership must submit a written request for consideration to the Board. The Board shall give preference in issuing a membership to the purchaser of a Permanent Member's home subject to *Section 2.04* subparagraph E of this Article; or
 - 2. The Permanent Member shall submit a written request to the Board to terminate his or her membership and have the bond refunded. Subject to the conditions of *Section 2.08* subparagraph B of this Article, the Board shall refund the Membership Bond when an acceptable applicant has paid a Membership Bond in order to obtain a Permanent Member membership of like kind (See *Section 2.04* of this Article).
 - a. If a Permanent Member desires to redeem the Membership Bond and there are no acceptable applicants, the Board shall place the request in a file in order of the date the written request is received. Memberships on this list will receive priority over Membership Bonds that are abandoned or revert to the Board. Membership Bonds that are abandoned or revert to the Board remain on the for sale list in the original position (See *Section 2.12* of this Article).
 - b. Upon acceptance of an acceptable applicant and receipt of the applicant's Membership Bond fee, the Club shall refund the bond fee for the original Membership Bond paid by the member minus any unpaid dues, fees, or assessments when there is an acceptable applicant.
- D. The Board, at its discretion, may refund a Membership Bond Fee of a Permanent Member who is expelled from the Club for the original membership bond fee paid by the member minus any unpaid dues, fees, or assessments.
- E. The Board may, at its discretion, employ methods and/or strategies to accelerate Membership Bond repayment in the event the number of new applicants is inadequate to satisfy all outstanding membership bond redemption requests.

Section 2.09 Suspension & Termination

- A. The Board may suspend the membership privileges of any member or individual for failure to comply with regulations promulgated under its authority.
 - 1. The Board may authorize the Pool Manager to suspend the membership privileges of any individual for as many as seven (7) days for violation of the pool regulations.
- B. Additionally, if a member is not in good standing as defined in *Section 2.07* of this Article, membership privileges may be suspended until such time as the membership is returned to good standing.
- C. The Board may expel a membership, permanently deny an individual's membership privileges, or suspend an individual's membership privileges for more than seven days by a vote of two-thirds (2/3) of the Directors currently in office for:
 - 1. a violation of these Bylaws;
 - 2. a violation of Orange Hunt Swim Club Rules; or
 - 3. conduct detrimental to Club members.
- D. The Board shall provide the membership or the individual subject to the penalties described in subparagraph C of this Section with:
 - 1. notice, in writing stating the grounds for suspension or expulsion not less than ten (10) calendar days before the effective date of suspension or expulsion; and
 - 2. an opportunity for a hearing before the Board.
- E. If a membership is expelled, the member will forfeit their annual dues, however may be refunded their bond as described in *Section 2.08* of this Article.

- F. If the member wishes to be reinstated after one calendar year, the member may submit a written request to the Board. The former member will be provided an opportunity to be heard before a vote is taken by the Board.

Section 2.10 Abandoned Memberships

- A. Unless the Board has granted prior approval in writing, the Board shall consider the failure of a member to pay annual dues, required fees, and assessments in an amount equal to the redemption value of the Membership Bond as abandonment of membership.
- B. When the total unpaid dues, fees, and assessments of an abandoned membership exceed the redemption value of the Membership Bond, the membership bond becomes the sole property of the Club and may be sold without recompense to the former member.
- C. At such time as the Membership Bond is depleted the Board will terminate the membership.

Section 2.11 Guests

- A. The Board shall issue rules governing guest privileges as part of the Orange Hunt Swim Club Rules.
- B. Guests of members may be permitted to use Club facilities in accordance with these Bylaws and the Orange Hunt Swim Club Rules.
- C. Guests must agree to abide by the Orange Hunt Swim Club Rules. Members are responsible for the conduct of their guests and for any damage they may cause through negligence.
- D. The Board will establish rules pertaining to the payment of guest fees.
- E. If necessary, the Board will establish a maximum limit of guests per member per day, which will be applicable to weekdays, weekends and holidays (unless otherwise specified). In cases of heavy pool usage, the pool manager can adjust this limit accordingly.
- F. A member must accompany the guest both at the pool and on the tennis court.
- G. The Board may elect, at its discretion, to authorize the issuance of guest passes (with or without expiration).

Section 2.12 Fees and Dues

- A. The Board shall establish and maintain certain fees and dues to cover operating expenses, maintenance and cost of scheduled capital improvement or replacement projects. The Board shall publish a list of applicable fees and dues prior to the commencement of the operating season each year to meet these expenses. The following schedule of fees and dues shall apply to appropriate members:
 - 1. Fees to Join as Permanent Members: The person(s) joining the Club as Permanent members shall pay either a Membership Bond Fee or an Initiation Fee:
 - a. Membership Bond Fee: The Board shall set the amount of the Membership Bond Fee. It is refundable only upon resale to a new member, less any amounts owed the Club at the disposal of a Permanent Member membership
 - b. Initiation Fee: The Board will set the amount of the Initiation Fee. The Initiation Fee is nonrefundable.
 - 2. Annual Dues: Annual dues are paid by each member, regardless of type, unless otherwise stated in these Bylaws.
 - a. Notice that annual dues are due will be sent to each member by March 1.
 - b. Failure to receive the statement is not grounds for non-payment of dues.
 - (1) Annual Dues for the upcoming operating season will be posted on the website. Members may also call the membership number listed on the membership contract.
 - c. Permanent Member payment is due by April 6 of each year.
 - (1) Payments postmarked later than this date, or payments absent a valid postmark may be considered delinquent. In the event payment is delinquent, the Board will notify the member and, within its discretion, may assign a late fee, which must be paid prior to the opening date of the pool.

- (2) The Board will seek payment, but if no payment is received by Labor Day, the Board will initiate action to recover from the Membership Bond any dues, fees, and/or assessments until such time as the Membership Bond is depleted. If the member did not purchase a bond or the bond is depleted, the membership will be terminated.
 - (3) Only members in good standing as described in *Section 2.07* may access club facilities.
 - d. The Board may waive or compromise the Annual Dues assessed against any membership upon a showing of good cause and extraordinary circumstances, and the decision of the board in connection therewith shall be final.
 - e. New members joining from the annual dues billing date through July 15 of any year shall pay the full amount of the current annual dues for that year.
 - f. New members joining during the period from July 16 through pool closing shall pay 50% of the current annual dues.
 - g. No dues shall be charged for Permanent members joining after pool closing until the next annual dues billing date.
 - h. Members who have paid their dues for a given year but who terminate by July 15 shall be given a 50% rebate of the annual dues amount paid (less any indebtedness to the club, if applicable). The Board may consider extenuating circumstances.
 - i. No refund will be given to persons terminating after July 15. The Board may consider extenuating circumstances.
 - j. The Board shall set prorated amounts for other membership classes and types annually.
 3. Special Assessment Fee: This fee may be levied as a means of financing capital improvement or replacement projects estimated to cost \$20,000 or more. The Board shall set the fee and submit the measure to the membership for approval.
 4. Guest Fee: This fee is established by the Board and charged for a bona fide guest of a member, as set forth in the Orange Hunt Swim Club Rules, for use of pool facilities.
 5. Late Fee: This fee is established by the Board and is assigned to a member who is delinquent in payment of amounts owed to the Club.
 6. Special Activities Fees: Special fees are required for certain events or continuing activities sponsored by the Club. These may include, but are not limited to, such events as team sports, lessons, tennis tournaments, social events, parties, and pavilion rentals.
 7. Summer Guest Fee: This fee is established by the Board and paid by a member who has a long-term guest residing with them.
 8. Inactive Membership Dues: This fee is established by the Board and paid annually by a member that has requested to be placed in Inactive Member status.
 9. Caregiver Fee: This fee is established by the Board and paid in order to permit caregivers, whether residing at the same address or at another, to obtain access to the pool if accompanied by a member. If the member is a childcare provider, this fee may be paid for each child under his or her care. Children must be accompanied by the member.
 10. Communications Fee: This fee is established by the Board and paid in order to help defray the effort and expense required to fulfill a request to communicate by means other than electronic communication.
- B. The decision not to assess a fee or dues in one operating season shall not be considered a precedent or otherwise binding on the Board; the Board reserves the right to impose the same fee or dues in subsequent operating seasons so long as notice is provided prior to the commencement of the affected operating season.

Section 2.13 Transfer of Membership

Members may not transfer or convey their membership (*see* Va. Code § 13.1-837).

Article III. MEMBERSHIP MEETINGS

Section 3.01 Annual Membership Meetings

- A. A membership meeting shall take place twice each year as set by the Board.
 - 1. The Annual meetings will be for the purpose of electing directors, presenting each year's activity plan and organization, and for transacting other such business as may be indicated by the notice or brought before the members.
 - 2. The first annual meeting ("Memorial Day Meeting") will be set at or prior to the beginning of the pool operating season at a date, time, and place determined by the Board.
 - 3. The second annual meeting ("Labor Day Meeting") will be set at or following the end of the pool operating season at a date, time, and place determined by the Board.
- B. *Robert's Rules of Order, Newly Revised* will govern all meetings of the general membership.
- C. Each permanent membership is entitled to one (1) vote on issues placed before the general membership for decision.

Section 3.02 Special Meetings

- A. Additional meetings over and above annual membership meetings or general membership meetings (hereinafter referred to as "Special Meetings") may be requested to meet unforeseen circumstances.
- B. Such additional meetings may be called:
 - 1. By the President; or
 - 2. By an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present; or
 - 3. Within 30 days after receipt by the Board of a written request of not less than 50 members.
- C. All provisions of the annual membership meetings will otherwise apply.

Section 3.03 Procedures

- A. The President shall preside ("Chair") over every meeting of the Membership. In the event of a vacancy in the office or absence of the President, the Vice President shall preside over the meeting. In the event of a vacancy in the offices, or absences, of the President and the Vice President, the Secretary shall preside over the meeting. In the absence of the Secretary, any person appointed by the chairman of the meeting shall act as Secretary.
- B. Unless otherwise indicated in the Bylaws, *Robert's Rules of Order, Newly Revised*, govern all proceedings of the Club.
- C. The vote of a majority of the memberships present and voting at any regular meeting of the Membership at which a quorum is present shall be necessary for the adoption of any matters to be voted upon unless a different number is prescribed by these Bylaws or laws of the Commonwealth of Virginia.

Section 3.04 Notice

- A. Notice of an annual membership meeting or special meeting will be given to all members in writing by the Board at least ten (10) and not more than thirty (30) days prior to the date set for the meeting pursuant to *Article VI, Section 6.10*.
- B. The purpose for the meeting will be stated in the notice.
- C. The notice shall highlight all "important and potentially controversial" issues coming up for vote as identified by the Board of Directors.
- D. Business transacted at a special meeting shall be limited to that mentioned in the notice.

Section 3.05 Amendment Proposal Contained in Notice

Whenever the language of a proposed resolution is included in the notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as does not enlarge its original purpose.

Section 3.06 Voting Member

Each Active Permanent membership in good standing, as defined in *Article II, Section 2.07* shall be entitled to one (1) vote on any matter voted upon by members.

Section 3.07 Quorum

A quorum shall exist when twenty (20) members entitled to vote are present.

Section 3.08 Annual Report of the Board

- A. The Board shall direct the Treasurer to present at one of the Annual Membership Meetings a report showing in appropriate detail the following:
 - 1. The revenue or receipt of the Club, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
 - 2. The expenses or disbursements of the Club, for both general and restricted purposes, during the year immediately preceding the date of the report.
- B. The annual report of the Board shall be filed with the minutes of the Labor Day Annual Meeting.

Section 3.09 Dues Schedule

The Board may set the dues schedule for the upcoming season by an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present.

Section 3.10 Action without Meeting

Any action required or permitted to be taken at any meeting of the members of the Club may be taken without a meeting, without prior notice and without a vote, if a unanimous consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote on such matters.

Article IV. BOARD OF DIRECTORS

Section 4.01 Powers

The property, affairs, and business of the Club shall be managed by its Board of Directors (hereinafter referred to as the "Board"), which may exercise all such powers of the Club and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

Section 4.02 Limits

The authority of the Board to manage the business and operate the Club is unlimited with the sole exception that the Board may not authorize an expenditure of funds for capital improvement projects estimated to cost \$20,000 or more. Expenditures for capital improvements estimated to cost \$20,000 or more must be approved by an affirmative vote of the majority of members in good standing present at the next annual or special meeting of the Membership entitled to vote at which a quorum is present.

Section 4.03 Expiration of Resolutions

Resolutions passed by the Board in order to manage the property, affairs, and business of the Club shall expire one month after the conclusion of term of office in which they were passed, unless extended for an additional term by incoming Board by an affirmative vote of two thirds of the Board currently in office.

Section 4.04 Qualification and Selection

- A. Each Director of the Club shall be a voting member of the Club as defined in *Article III, Section 3.06*, and a natural person of full age.
- B. Each Director shall be elected by a majority of the members entitled to vote at the Annual Membership Meeting where such election is required by these Bylaws.
- C. Only one (1) adult affiliated with a specific Permanent Member membership may actively serve as a Director of the Club.
- D. Directors may not hold voting membership at another similar private outdoor swim club that operates seasonally in Fairfax County.
- E. All Directors must fully disclose business and personal relationships that may create a situation of perceived conflict of interest, including, but not limited to, membership at a competing swim club, relationship with a business that services pools, and/or paid status with another vendor that services similar clubs.
 - 1. For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person, or other entity other than the organization.
 - 2. No Director or Officer of the Club shall be disqualified from holding any office in the Club by reason of any interest in any concern except holding a voting membership at another similar private outdoor swim club that operates seasonally in Fairfax County.
- F. A Director censured by the Board of Directors in accordance with *Section 4.17* may not serve on the Board for a period of ten (10) years from the date the term in which he or she was censured naturally expires.

Section 4.05 Number and Term of Office

- A. The number of Directors shall be determined from time to time by resolution of the Board, but at no time shall the Board consist of less than five (5) or more than twelve (12) persons.
- B. There shall be no requirement that the maximum number of Directors permissible under these Bylaws be elected to office.
- C. Each Director shall serve for a term of two (2) years. Prior to the election the Board of Directors may vote to adjust this term in order to maintain continuity of the executive board (e.g., to avoid the situation where all four executive board positions are up for re-election in the same year).
- D. Each newly elected Director's term shall begin on Labor Day of the Calendar year elected and shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

Section 4.06 Election

- A. Directors are elected only at a duly held meeting of the membership.
- B. A member must consent to serve to be placed in nomination.
- C. Incumbent directors may run for re-election.
- D. Nominations
 - 1. Advance nominations for Director may be submitted to the Secretary not more than sixty (60) and not less than seven (7) days prior to the Labor Day Membership Meeting
 - 2. On the day of the Labor Day Membership Meeting, nominations for Director may be made from the floor
 - a. No second is required;
 - b. Self nominations are permitted;
 - c. Nominations are closed once there are no further nominations from the floor;

- d. Each nominee (including those nominated in advance) must accept the nomination offered;
- e. Each nominee will be allowed three (3) minutes to make a statement.

E. Voting

- 1. Voting for eligible vacancies shall be done by a secret ballot.
 - a. Members electing to submit their votes via electronic mail must email their vote to the Secretary by a date and time determined by the Board. The Secretary shall tally those votes and provide the election officials appointed at the Annual Membership Meeting.
- 2. All eligible voting members present are given a single ballot (refer to *Article II, Section 2.03.B.1.b*).
- 3. To vote, for each available position, a member must select one (1) candidate as indicated on the ballot.
- 4. Failure to correctly fill out the ballot will invalidate the entire ballot.

F. Tabulation

- 1. The President shall appoint at least two (2) election officials from among the members present at the Annual Membership Meeting
 - a. Appointed election officials shall not be a candidate, or be associated with any memberships nominated for available Director positions
- 2. The election officials will collect and tabulate all ballots
- 3. The candidates receiving the highest number of votes are elected

G. If all eligible vacancies cannot be filled because an insufficient number of candidates received a majority of the votes available to be cast, a second ballot must be cast

- 1. The second ballot must contain any candidate not elected during the preceding balloting
- 2. The candidates receiving the highest number of votes are elected, provided that each candidate received a majority of the votes available to be cast
- 3. Should a vacancy occur prior to the expiration of the term of office or should a vacancy remain following the election, and in lieu of an election by the membership, the Board may nominate and elect a replacement Director to fill the remainder of the unexpired term. Election must achieve a majority vote of all Directors then serving.

Section 4.07 Vacancies

- A. Any vacancy may be filled by a vote of the majority of the Board present at a duly held Board meeting at which a quorum is present occurring after such vacancy has occurred or been created.
- B. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- C. A Director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next Annual Meeting and until his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 4.08 Executive Officers

- A. At all times four (4) Board positions shall be reserved for the following executive officers (the "Executive Officers"):
 - 1. President;
 - 2. Vice President;
 - 3. Secretary; and
 - 4. Treasurer
- B. No individual may be an Executive Officer without also serving as a director at the same time.

Section 4.09 Organization

- A. The President shall preside ("Chair") at every meeting of the Board. In the event of a vacancy in the office or absence of the President, the Vice President shall preside at the meeting. In the event of a

vacancy in the offices, or absences, of the President and the Vice President, the Secretary shall preside at the meeting. In the absence of the Secretary, any person appointed by the chairman of the meeting shall act as Secretary.

- B. The rules contained in the current edition of Robert's Rules of Order Newly Revised ("RONR") shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.
- C. In accord with RONR, all decisions by the Chair can be appealed, and an affirmative vote of a majority of the Board present is required to overturn the Chair's ruling.
- D. The Chair may participate in any parliamentary procedure of the Board, including making motions, debate, and voting.
- E. The Chair may set a time limit for debate/discussion.
- F. The Chair may suspend the rules to have informal procedure at any time, and may suspend any such suspension at any time.

Section 4.10 Compensation

Directors shall not receive any compensation from the Club for service rendered as members of the Board, except that Directors may be reimbursed

- 1. for expenses incurred in the performance of their duties to the Club, in reasonable amounts based on the policies approved by the Board and the procedures in *Section 4.11*; and
- 2. for annual dues for the previous operating season as provided in *Section 4.24*.

Section 4.11 Expenses and Reimbursement

- A. Directors and committee members may receive reimbursement of expenses incurred in the course of business for the Club subject to the following conditions:
 - 1. All requests for expense reimbursements are accompanied by supporting documentation (e.g. contract, invoice, receipt) and approval from the Director in charge of the activity.
 - 2. Chairs may approve expenses up to \$500 as long as they are in the overall budget. Amounts over \$500 and up to \$2000 must be pre-approved by an executive board member. Amounts over \$2000 must be approved by a majority vote of the full executive Board.
 - 3. The Treasurer may disburse funds up to \$2000. The Treasurer and one other Executive Officer must approve amounts over \$2000.
- B. Specific approval from the Board for any expense may be sought in advance provided that the request is in writing, details the expense amount, the justification for the expense, and is signed by the Director in charge of the activity.
- C. Directors may be reimbursed for refreshments provided to volunteers and staff during Club related maintenance activities (i.e. clean up in advance of opening, after storms, and during closing), provided that the date, purpose and the number of attendees for each activity is recorded and certified by the submitter in a manner prescribed by the Board.

Section 4.12 Regular Meetings of the Board

- A. The Board shall hold at least one meeting each month at the call of the President, and may meet at any time on the call of five (5) Directors.
- B. At each regular meeting, the Chair may propose the date and time for the next regular meeting.
 - 1. Once determined, the Secretary shall provide the Directors with the final meeting date at least two (2) weeks in advance of that date.
- C. If the date fixed for any such regular Board meeting is a legal holiday under the laws of Commonwealth of Virginia, the meeting will be rescheduled as may be determined by the Board.
- D. Notice of regular meetings need not be given.

Section 4.13 Special Meetings of the Board

- A. Special meetings of the Board shall be held whenever called by the President or by five (5) or more directors.
- B. Notice of each such meeting shall be given to each director by telephone or electronic mail.
 - 1. Notice shall be provided at least twenty-four hours before the meeting is to be held.
 - 2. Every such notice shall state the time, place and purpose of the meeting.
- C. Business transacted at a special meeting shall be limited to that mentioned in the notice.

Section 4.14 Quorum

A quorum of the Board is defined as a majority of the Directors currently in office.

Section 4.15 Voting

- A. Each Director shall have one (1) vote. Except as otherwise specified in these Bylaws, an affirmative vote of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.
- B. Email votes may be carried out by the board between board meetings in special circumstances subject to the following conditions:
 - 1. A full presentation of the issues and opportunity to discuss said issues must occur prior to the vote.
 - 2. Only Directors who were present for the presentation of issues and discussion previous to the vote will be entitled to cast a vote.
- C. An affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be required to adopt, amend or repeal a Bylaw or to adopt a resolution to propose dissolution of the corporation to the Membership entitled to vote. The members entitled to vote must approve the proposal to dissolve by more than 2/3 of all votes cast on the proposal at a meeting at which a quorum exists.
- D. The affirmative vote of a majority of the Board present may adjourn any meeting, and such meeting may be reconvened as an adjourned meeting without further notice at any time.

Section 4.14 Conference Telephone and Computer Meetings

One or more persons may participate in a meeting of the Board or of a committee of the Board through any means of communication by which all persons participating in the meeting can simultaneously hear each other. The Board or a committee may conduct business via a computer network system if all parties on the Board or committee have access to said network. A Director participating in a meeting by such means is deemed to be present.

Section 4.16 Resignation and Removal

- A. A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- B. A Director may be removed from office with or without cause by a two-thirds (2/3) affirmative vote of the members entitled to vote at a meeting in which a quorum is present.
- C. An action challenging the validity of any removal of a Director must be commenced within six (6) months after the removal. After the six (6) month period, the removal is conclusively presumed valid, in the absence of fraud.

Section 4.17 Censure

- A. Any officer or director may be censured by the Board subject to the procedures in this Section, the Board determines he or she committed an act or omission that constitutes neglect of duty, improper conduct, breach of fiduciary duty, material violation of these bylaws or such other causes as the Board may reasonably deem contrary to the best interests of the Club and its membership.

B. A Director censured by the Board is barred from reelection or appointment to the Board for a period of ten (10) years from the date his or her term naturally expires.

C. Procedures:

1. Any Director may move to censure a Director at any meeting.
 - a. The motion must include a general description on the grounds on which the motion is based.
2. Upon receiving such a motion and second, the President shall appoint one (1) Director to notify all sitting Board Members of the pending vote.
3. The President shall set a time and date for the vote as soon as practicable and may call a special meeting for this purpose.
4. The Director subject to the motion shall have an opportunity to be heard before the vote.
5. To pass, a motion to Censure must receive an affirmative vote of two-thirds (2/3) of directors present at a meeting in which a quorum is present.
6. If a motion to censure is made against the President, the President shall relinquish his or her duties until the vote is completed.
7. Any and all evidence supporting the Motion for Censure shall be incorporated by reference into the minutes of the censure hearing.

Section 4.18 Limitation of Liability of Directors and Officers

All of the rights, powers and limitations of indemnification provided under the laws of the Commonwealth of Virginia are incorporated by reference as a part of these Bylaws.

Section 4.19 Indemnification of Officers and Directors

A. To the fullest extent permitted by the Virginia Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, no Director or Officer of the Club shall be liable to the Club for monetary damages.

B. In this section

1. "applicant" means the person seeking indemnification pursuant to this section
2. "expenses" include fees and charges of legal counsel;
3. (iii) "liability" means the obligation to pay a judgment settlement, penalty, fine (including any excise tax assessed with respect to an employee benefit plan), and/or expenses incurred with respect to a proceeding;
4. "party" includes an individual who was, is, or is threatened to be, made a named defendant or respondent in a proceeding;
5. "proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal; and
6. "Club" means The Orange Hunt Swim Club.

Dated October 15, 2013

- C. In any proceeding brought by or in the right of the Club or brought by or on behalf of members or employees of the Club, no Director or Officer shall be liable to the Club, its members or its employees

for monetary damages with respect to any transaction, occurrence or course of conduct, whether before or after the effective date of this section, except for liability resulting from such person's having engaged in willful misconduct or a knowing violation of the criminal law.

- D. The Club shall indemnify any person who was or is a party to any proceeding, including a proceeding brought by the member in the right of the Club or brought by or on behalf of members or employees of the Club, by reason of the fact that he or she is or was a Director or Officer of the Club. The Board is hereby empowered, by a majority vote of a quorum of its members, to enter into a contract to indemnify any Director or Officer, or other party in respect of any proceedings arising from any act or omission, whether occurring before or after the adoption of this section.
- E. The provisions of this section shall be applicable to all proceedings commenced after the adoption of this section by the members of the Club in accordance with these bylaws arising from any act or omission, whether occurring before or after such adoption. No amendment or repeal of this section shall have any effect on the rights provided under this section with respect to any act or omission occurring prior to such amendment or repeal. The Club shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this section and shall promptly pay or reimburse all reasonable expenses, including attorneys' fees, incurred by any party in connection with such actions and determinations or proceedings of any kind arising there from.
- F. The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in this section.
- G. Any indemnification under this section (unless ordered by a court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. The determination shall be made:
 - 1. by the Board by a majority vote of a quorum consisting of its members at the time not parties to the proceeding
 - 2. if such a quorum cannot be obtained, by the majority vote of a committee duly designated by the Board, consisting solely of two or more members of the Club not at the time parties to the proceeding; or
 - 3. by special legal counsel:
 - a. selected by the Board or such committee in the manner prescribed above; or
 - b. if a quorum of the Board cannot be obtained under this section and such committee cannot be designated under this section, selected by a majority vote of the full Board, in which selection Board members who are parties may participate.
- H. Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate.
- I. Notwithstanding the foregoing, in the event that there has been a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this section shall be made by special legal counsel agreed upon by

Dated October 15, 2013

the Board and the applicant. If the Board and the applicant are unable to agree upon such special legal

counsel, then the Board and the applicant each shall select a nominee, and the nominees shall select such special legal counsel.

- J. The Club shall pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under this section above if the applicant furnishes the Club with:
 - 1. a written statement of his good faith belief that he or she has met the standard of conduct described in this section; and
 - 2. a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet such standard of conduct.
- K. The undertaking required above shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.
- L. Authorization of payments under this section shall be made by the persons specified in Subparagraph 4.19.G of this Article.
- M. The Board is hereby empowered, by majority vote of a quorum, that cause the Club to indemnify or contract to indemnify any person not specified in this section above, who was, is or may become a party to any proceeding by reason of the fact that he or she is or was an employee or agent of the Club to the same extent as if such person were specified as one to whom indemnification is granted in paragraph 'c' of this section. The provisions of Subparagraphs 4.19E through J of this Article shall be applicable to any indemnification provided pursuant to this Subparagraph 4.19 L of this Article.
- N. The Club may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this section and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a director, officer, employee or agent of the Club against any liability asserted against or incurred by him or her in any such capacity or arising from his or her status as such, whether or not the Club would have power to indemnify him or her against such liability under the provisions of this Paragraph 4.19 of this Article.
- O. Every reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this section on the Club shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance which may be purchased and maintained by the Club or others with respect to claims, issues or matters in relation to which the Club would not have the power to indemnify such person under the provisions of this section. The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.
- P. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 4.20 Contracts

- A. Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Club, and such authority may be general or confined to specific instances.
- B. Any contract entered into without such authorization shall not be considered a formal obligation of the Club, and any fiduciary responsibility contained in that contract shall be of the sole responsibility of the person entering into said contract, unless approved by an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present.

Section 4.21 Conflict of Interest and Transactions with Interested Parties

- A. For purposes of this provision, the term "interest" shall have the same meaning as defined in Section 4.04 of this Article.
- B. A Director or Officer of the organization shall be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate.
- C. Whenever a Director or officer has a financial or personal interest in any matter coming before the board of directors
 - 1. The interest of such officer or director must be fully disclosed to the Board.
 - 2. No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
 - 3. Any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
 - 4. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 4.22 Action by Consent

Any action required or permitted to be taken at any meeting of the Board or any committee of the Board may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing, and the written consents are filed with the minutes of proceedings of the Board or committee.

Section 4.23 Waiver of Notice and Failure to Object

- A. Any notice otherwise provided for in this Article may be waived by the Director either prior to a meeting or after a meeting is held.
- B. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except, as otherwise provided in these Bylaws.
- C. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless such Director votes against, or abstains from, the action taken.

Section 4.24 End of Year Reports and Annual Dues Reimbursement

- A. All Directors shall provide end of year reports to the Board in writing by October 31 of each year, in a format to be prescribed in advance by the Board.
- B. End of Year Reports shall be reviewed at the next regular meeting of the board following receipt, and must be accepted by an affirmative vote of the majority of the Directors present at a meeting at which a quorum is present at the time of receipt.

C. Directors may receive a refund up to the total annual dues he or she paid prior to May 1 of the current dues year provided that:

1. the Director has attended no less than eight (8) regular monthly meetings;
2. the Director has submitted an End of Year report for the prior season that was accepted;
3. the Director has fulfilled their duties as outlined in Articles IV through VI herein;
4. the end of season club income exceeds expenses for that operating season; and
5. reimbursement of the dues will not otherwise cause a financial hardship to the club

D. If a Director elects to waive the reimbursement of his or her annual dues for a specific operating period, those dues will not be eligible for reimbursement at a later date.

Article V. OFFICERS

Section 5.01 General Powers

All officers of the Club, as between themselves and the Club, shall respectively have such authority and perform such duties in the management of the property and affairs of the Club as determined by the Board and these Bylaws.

Section 5.02 Number, Qualification and Designation

- A. The officers of the Club shall be the Executive Officers and such other officers as may be elected in accordance with the provisions of *Section 5.03* or *Section 5.04* of this Article.
- B. An officer may not hold more than one Executive Officer position at one time. The President, Vice President and Secretary shall be natural persons of full age; the Treasurer may be a corporation, but if a natural person, shall be of full age.

Section 5.03 Election and Term of Officers

- A. The election of new officers shall take place at the Labor Day meeting.
- B. Each Officer shall hold office for two (2) years, except those elected pursuant to *Section 5.04* of this Article, until his successor is elected and qualified, or until his earlier death, resignation or removal.
- C. The executive officers shall be on financial documents and all have check writing privileges for the pool.
- D. The Executive Board will consist of a president, vice president, secretary, and treasurer.
- E. Executive Officers shall also serve as Directors in accordance with *Section 4.08*.

Section 5.04 Subordinate Officers, Committees and Agents

- A. The Board may from time to time appoint subordinate officers, committees, employees or other agents as the business of the Club may require. A director may nominate assistants to be elected by the board. Those assistants may take on any powers of the director with the approval of the director including a proxy vote in absentia of the voting director.
- B. All subordinate officers, committees, employees or other agents appointed pursuant to this Section shall serve at the pleasure of the Board.
- C. Each officer, committee, employee or agent appointed pursuant to this Section shall have such authority and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine.

- D. The Board may delegate to any such officer or committee the power to appoint subordinate officers and to retain or appoint employees, other agents, or committees, and to prescribe the authority and duties of such subordinate officers, committees, employees and agents.

Section 5.05 Duties of the President

- A. The President shall be the Chief Executive Officer of the Club and shall have general supervision over the activities and operations of the Club subject to the control of the Board. The President is Chairman of the Board and spokesperson of the Club.
- B. The President shall sign, execute and acknowledge, in the name of the Club, deeds, mortgages, bonds, contracts or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Club and, in general shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him or her by the Board.
- C. The President shall preside at all meetings of the Club and of the Board of Directors, and shall be an ex-officio member of all committees.
- D. The President shall have signature authority on the general fund and money market accounts of the Club.
- E. The President shall communicate to the Membership at least on an annual basis prior to the completion of the operating season.
- F. The President shall perform such other duties as customarily pertain to the office of the President, or as he or she may be directed to perform by resolution of the Board of Directors.

Section 5.06 Duties of the Vice President

- A. The Vice President shall perform the duties of the President in his or her absence and such other duties, as may, from time to time, be assigned by the Board or the President.
- B. The Vice President shall review sign, execute and acknowledge, in the name of the Club, deeds, mortgages, bonds, contracts or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Club if the President is not available to do so within 48 hours of request for signature by any director .
- C. The Vice President may have signature authority on the general fund and money market accounts of The Club.
- D. The Vice President is Vice Chairman of the Board.
- E. The Vice President shall perform such other duties as customarily pertain to the office of the Vice President, or as he or she may be directed to perform by resolution of the Board of Directors.

Section 5.07 Duties of the Secretary

- A. The Secretary shall record all the votes of the directors and keep and retain minutes of the meetings of the Board and of committees of the Board in a book or books to be kept for that purpose;
- B. The Secretary shall see that notices are given and records and reports properly kept and filed by the Club as required by law;
- C. The Secretary shall be custodian of the seal of the Club and see that it is affixed to all documents to be executed on behalf of the Club under its seal and in general, shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board or the President.
- D. The Secretary shall prepare and distribute an agenda prior to meetings.
- E. The Secretary shall send out draft minutes of any regular meeting or special meeting of the Board within two (2) weeks of the conclusion of said meeting, or in any event forty-eight (48) hours prior to any subsequently scheduled meeting of the Board.
 - 1. Where unforeseen circumstances prevent the Secretary from complying with this subparagraph; the President may authorize a one week extension. The extension and the circumstances necessitating

the extension will be documented and recorded in the minutes of the next regular or special meeting of the Board.

- F. The Secretary shall provide the President with a list of unfinished business from the most recently concluded meeting of the Board
- G. The Secretary may have signature authority on the general fund and money market accounts of the Club.
- H. The Secretary shall maintain all official records of the Club with the exception of membership and financial records.
- I. The Secretary shall perform such other duties as customarily pertain to the office of the Secretary, or as he or she may be directed to perform by resolution of the Board of Directors.

Section 5.08 Duties of the Treasurer

- A. The Treasurer shall have or provide for the custody of funds or other property of the Club and shall keep a separate bank account of the same;
- B. The Treasurer shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Club
- C. The Treasurer shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate;
- D. The Treasurer shall, whenever so required by the Board, render an account showing his or her transactions as Treasurer, and the financial condition of the Club
- E. And, in general, the Treasurer shall discharge such other duties as may from time to time be assigned to him or her by the Board, or the President.
- F. The Treasurer shall prepare an annual report of the Club, including all financial records, which shall be presented to the Board for inspection and approval. Said report is to be open for inspection by all members at the general meeting. Any member can request a reasonable current update of the Club's finances if said request is made in writing to the Treasurer and allows the Treasurer thirty (30) days to respond. The member is to pay for any expense occurred in obtaining said report that they so requested.
- G. The Treasurer shall provide a Treasurer's Report at each regular or special meeting of the Board.
- H. The Treasurer shall acknowledge receipt as soon as possible any request for redemption of a membership bond, providing the requestor provides details as to the financial status of the membership
- I. The Treasurer shall redeem membership bonds in accordance with Article II, Section 2.08 and notify the Chair of the Membership Committee of the disposition of any membership bonds redeemed.
- J. The Treasurer shall provide to the Membership Chairman an accurate list of the financial status of all memberships as requested May 1 until September 30
- K. The Treasurer shall report monthly to the Board the status of any membership payments outstanding from pool opening in May to pool closing in September.
- L. The Treasurer shall perform such other duties as customarily pertain to the office of the Treasurer, or as he or she may be directed to perform by resolution of the Board of Directors.

Article VI. GENERAL PROVISIONS

Section 6.01 Effective Date

These Bylaws are effective immediately upon approval by the Membership. They remain in effect until amended or repealed in the manner provided by this Article.

Section 6.02 Operating Season

The operating season for the Club will start on May 1 and end on April 30 the following year.

Section 6.03 Fiscal Year

The fiscal year for the Club will start on November 1 and end on October 31 the following year.

Section 6.04 Deposits

- A. All funds, with the exception of Petty Cash funds, shall be deposited in institutions insured by an agency of the Federal Government.
- B. The Board will determine the disposition of these deposits and ensure deposits are made into interest-bearing accounts whenever possible.
- C. Funds on deposit in excess of annual operating expenses (long term savings for major projects) will be placed in an interest-bearing account.
- D. All such funds shall be withdrawn only upon checks signed by the Treasurer or other persons designated as the Board shall from time to time determine or as stated in these Bylaws.

Section 6.05 Signatures and Disbursements

- A. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.
- B. Any check over \$2000.00 must be authorized by an Executive Board member in addition to the Treasurer.
- C. If the Treasurer is unavailable for any reason, checks may be signed by another member of the Executive Board.

Section 6.06 Records

- A. The Board shall ensure that correct and complete books and records of the Club are kept and preserved in a place of safekeeping, to include, but not limited to, the accounts of the Club, the minutes of meeting (accepted by the President and Secretary or by those acting in their places) and returns of elections of the members and Board of Directors; the record of the names and addresses of the members entitled to vote; the membership waiting list; and copies of the Articles of Incorporation, Bylaws, and amendments thereto.
- B. The Board shall maintain records of all decisions. Decisions of the Board are a matter of record; however, individual voting records are neither maintained nor published. These records are available for review upon request of a member. Verbatim or topical records will not be maintained by the Secretary.
- C. All books and records of the Club may be inspected by any voting members, or his attorney, for any proper purpose at any reasonable time.
- D. The record of the names of members entitled to vote shall be prima facie evidence of the right to vote.
- E. The Board shall maintain, at a minimum, a copy of the most current fully executed membership agreement for each member that has terminated or been expelled.

Section 6.07 Fiscal Planning

Each year before the start of the Club's fiscal year the Board will formulate a fiscal plan. The plan will include a projection of disbursements and revenues.

Section 6.08 Insurance

The board shall maintain liability insurance in an amount appropriate with anticipated risk.

Section 6.09 Dissolution

Should the corporation dissolve, a member's membership bond will be returned on a prorated basis after all the Club's outstanding obligations have been met.

Section 6.10 Notice

- A. Wherever the words "notice", "written notice", "notice in writing", or words to that effect are used, the same shall be construed to mean both the plain meaning of the words and also electronic transmissions, including facsimile, telegram, Telex, cable, or internet communications.

- B. A membership shall designate a person to receive such notice, including the address and method by which the notice is to be sent and this information shall be forwarded to the Secretary of the Club.
 - 1. Failure to provide this information shall constitute waiver of notice.
 - 2. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting.
- C. If a method other than internet communication is designated by a membership, the Board may, at its discretion, impose an additional fee in accordance with *Article II, Section 2.12*.
 - 1. The fee will be applicable to all memberships that elect a method other than electronic communications.
 - 2. This fee shall be set annually by the Board.

Section 6.11 Establishment of Annual Dues

The Board shall establish and communicate to the membership a schedule of annual dues no later than March 1 of each calendar year.

Section 6.12 Payment of Annual Dues

Annual dues must be paid by the date established by the Board.

Section 6.13 Penalties

The Board shall impose penalties for late payment or non-payment of annual dues as described in *Article II, Section 2.12.B*.

Section 6.14 Special Assessments

- A. In an emergency, the Board may impose a special assessment on all Bondholders, regardless of status, for the purpose of maintaining or repairing existing facilities.
 - 1. Bondholders that have requested a membership bond fee refund prior to the imposition of the special assessment shall be exempt from the special assessment.
 - 2. If a membership bond refund request is cancelled within one year of a special assessment being imposed (or if a multi-year assessment is in effect), the Board may, at its discretion, impose the special assessment on the membership in question.
 - 3. A member shall be informed about any special assessments that they would be subject to prior to cancelling a membership bond redemption request.
- B. The Board may not impose a special assessment on all Bondholders to raise funds for construction or expansion unless –
 - 1. The Board calls a Special Meeting for the express purpose of discussing and approving the assessment; and
 - 2. A majority of the Club members present and voting at the meeting approve the assessment.

Article VII. AMENDMENT OF BYLAWS

Section 7.01 By Board of Directors

Amendments to these Bylaws may be adopted by the affirmative vote of the majority of the Directors at a meeting in which a quorum is present at a duly held meeting of the Board. Such amendments shall remain effective for all purposes unless rejected by a majority vote of the family units present at a duly held meeting of the membership. All members shall be notified in writing of amendments adopted by the Board before the next meeting of the membership.

Section 7.02 By the Membership

Amendments to these Bylaws may be adopted by a majority of the members voting at a duly held meeting of the membership in accordance with the following procedures:

- A. Proposed amendments for consideration by the membership shall be initiated by petition which sets forth the proposed amendment and is signed by ten percent (10%) of the full members of the Club; and
- B. Each proposed amendment that originates by petition must be submitted to the Board at least thirty (30) days before the next annual or special meeting of members.
- C. The Board may provide its recommendation or comment on any proposed amendment. Any one proponent of an amendment by petition may include a statement of five hundred (500) words or less in support of the proposed amendment.
- D. A copy of all proposed and interim amendments must be made available to each member at least fourteen (14) days before any annual or special meeting at which the amendments are to be considered.

APPENDIX 1. RECORD OF BYLAWS CHANGES

Interim Amendment: Adopted by the affirmative vote of two-thirds (2/3) majority of the Directors present at a meeting at which a quorum is present at a duly held meeting of the Board.

Proposed Amendment: Adopted by an affirmative vote of the majority of the members in good standing who are present and voting at the next annual or special meeting of the Club at which a quorum is present.

In Accordance with Article VII, Sections 7.01 and 7.02, the Bylaws were amended as follows: